

To

31st August, 2023

The BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400001

The NSE Limited,
BKC, Bandra (E)
Mumbai-400051

Scrip Code – 517556**Symbol: PVP**

Subject: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 (“Listing Regulations”) – Postal Ballot Notice

Dear Sir / Madam,

Pursuant to the Regulation 30 of the Listing Regulations, we enclose a copy of Postal Ballot Notice dated August 31, 2023 (“Notice”), seeking the approval of the members of the Company in respect of the following Resolutions, only by way of remote electronic voting (“e-voting”).

S.No	Description of resolutions	Type of resolution
1	Authorization Under Section 186 Of The Companies Act, 2013	Special Resolution
2	To Issue Equity Shares On Preferential Basis To PV Potluri Ventures Private Limited And Matters Related Therewith	Special Resolution
3	Sale of PVP Global Ventures Private Limited, a Wholly Owned Subsidiary under Section 180(1)(a) of the Companies Act, 2013	Special Resolution
4	Sale of PVP Media Ventures Private Limited, a Wholly Owned Subsidiary under Section 180(1)(a) of the Companies Act, 2013:	Special Resolution
5	Sale of New Cyberabad City Projects Private Limited, a Subsidiary under Section 180(1)(a) of the Companies Act, 2013	Special Resolution
6	Material Related Party Transactions	Ordinary Resolution
7	Appointment of Mr. Gautam Shahi as an independent director	Special Resolution

In accordance with circulars issued by Ministry of Corporate Affairs, from time to time, the Postal Ballot notice is being sent only in electronic form to members whose email addresses are registered with their depository participants (In case of electronic shareholding) the Company's Registrar and Share Transfer Agent (in case of Physical shareholding) and whose name are recorded in the Registrar of Members/List of Beneficial Owners as on Friday, August 25, 2023. The Company has also made arrangements for those members who have not yet registered their email address to get the same registered by the following procedure prescribed in the Notice.



PVP Ventures Ltd.
Corp. Office: Plot No. 83 & 84 4th Floor Punnoiah Plaza Road No. 2
Banjara Hills Hyderabad - 500 034 T: +91 40 6730 9999
F: +91 40 6730 9988

Regd. Office: KRM Centre 9th Floor No. 2 Harrington Road Chetpet
Chennai - 600 031 T: +91 44 3028 5570 F: +91 44 3028 5571

info@pvpglobal.com | pvpglobal.com

PVP VENTURES LIMITED
CIN : L72300TN1991PLC020122

The Company has engaged the services of National Securities Depositories Limited ("NSDL") to provide e-voting facility to its members. The voting rights of the Members shall be in proportion to their holding of Equity Shared with the Paid-up equity share capital of the Company as on Friday August 25, 2023 ("Cut-off date).

The remote e-voting period commences from 09.00 A.M (IST) on September 01, 2023 and ends on 5.00 P.M (IST) on September 30, 2023.

The Postal Ballot Notice will also be available on the Company's website at www.pvpglobal.com and on the website of NSDL at www.evoting.nsdl.com.

Kindly take the above information on record.

Thank You,

For **PVP Ventures Limited**

M Kumar
Company Secretary & Compliance Officer



PVP Ventures Ltd.

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PVP VENTURES LIMITED
CIN : L72300TN1991PLC020122

PVP Ventures Limited

Corporate Identity No. (CIN): L72300TN1991PLC020122

Regd. Office: KRM Centre, 9th Floor, Door No.2, Harrington Road, Chetpet, Chennai 600031

Tel: 044 - 4859 6999

Email: investorreleations@pvpglobal.com ; Website: www.pvpglobal.com

POSTAL BALLOT NOTICE

Pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014

**To,
The Shareholders,
PVP Ventures Limited**

NOTICE is hereby given to the shareholders of Limited (the "Company") pursuant to the provisions of Section 110 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (collectively the "Act", which shall include any statutory modifications, amendments or re-enactments thereto) read with General Circular Nos.14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 22/2020 dated 15th June 2020, 33/2020 dated 28th September 2020, 39/2020 dated 31st December 2020, 10/2021 dated 23rd June 2021, 20/2021 dated 8th December 2021, 3/2022 dated 5th May 2022 and 11/2022 dated 28th December 2022, issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), read with the equity listing agreement executed with the stock exchanges on which the equity shares of the Company are listed, for seeking approval of the shareholders by way of special /ordinary resolutions for matters as considered in the Resolutions appended below through postal ballot ("Postal Ballot") by way of remote e-voting only.

In compliance with the provisions of Section 108 and Section 110 of the Act read with Rule 20 and 22 of the Rules, Regulation 44 of the SEBI LODR Regulations, and SS-2, the Company is pleased to provide e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to e-voting is mentioned in this Notice. The Company has engaged the services of National Securities Depository Limited ("NSDL") for facilitating e-voting. The Company has made necessary arrangements with KFin Technologies Limited, Registrar and Share Transfer Agent ("RTA") to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Postal Ballot Notice.

The Board has appointed D.Hanumanta Raju & Co , Practicing Company Secretaries, as the scrutinizer ("Scrutinizer") for conducting the Postal Ballot / e-voting process in a fair and transparent manner.

Members desiring to exercise their vote through the e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice not later than 5:00 p.m.

(IST) on September 30, 2023. The e-voting facility will be disabled by NSDL immediately thereafter and will not be allowed beyond the said date and time

The Scrutinizer will submit his report to the Chairman of the Company (the "Chairman") or any other person authorized by the Chairman, and the result of the voting by Postal Ballot will be announced not later than 48 working hours from the conclusion of the e-voting. The result declared along with the Scrutinizer's report shall be communicated in the manner provided in this Postal Ballot Notice. The last date of e-voting, i.e. September 30, 2023, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

Special Business

Item No. 1

Authorization Under Section 186 Of The Companies Act, 2013

To consider and, if thought fit, pass, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013, read with The Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force), if any, consent of the shareholders of the Company be and is hereby accorded to (a) give any loan to any person(s) or other body corporate(s) ; (b) give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s) ; and (c) acquire by way of subscription, purchase or otherwise, securities of any other body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding Rs.2000,00,00,000/- (Rupees Two Thousand Crores Only) outstanding at any time, notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, Executive Directors and Company Secretary of the Company, be and are hereby severally authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and file returns with Registrar of Companies, that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to finalize, settle and execute such documents/ deeds/ writings/ papers/ agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to resolve any question, difficulty or doubt that may arise in relation thereto or otherwise considered by the Board to be in the best interest of the Company."

Item No. 2

To Issue Equity Shares On Preferential Basis To PV Potluri Ventures Private Limited And Matters Related Therewith

To consider, and if thought fit, to pass the following resolution as a Special Resolution:

RESOLVED THAT pursuant to (i) the applicable provisions of Sections 23(1)(b), 42, 62(1)(c) and other provisions, if any, of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and such other applicable rules and regulations made thereunder (including any amendments, modifications and/ or re-enactments thereof for the time being in force) (hereinafter referred to as the "Act"), (ii) the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any amendments, modifications or re-enactments thereof for the time being in force) ("SEBI ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendments, modifications or re-enactments thereof for the time being in force) ("SEBI Listing Regulations"), (iii) the uniform listing agreements in terms of the SEBI Listing Regulations entered into by the Company with BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE") (BSE and NSE together, the "Stock Exchanges") on which the equity shares of the Company are listed, (iv) in accordance with provisions of the Memorandum and Articles of Association of the Company, as amended, and (v) any other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India, the Ministry of Corporate Affairs ("MCA"), the Securities and Exchange Board of India ("SEBI"), or any other statutory or regulatory authority, in each case to the extent applicable and including any amendments, modifications or re-enactments thereof for the time being in force, and subject to such other approvals, permissions, sanctions and consents as may be necessary and on such terms and conditions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated while granting such approvals, permissions, sanctions and consents as the case may be) imposed by any other regulatory authorities and which may be accepted by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any duly constituted / to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) and in terms of the agreements to be executed between the Company, Humain Healthtech Private Limited ("Target") and PV Potluri Ventures Private Limited ("PVPVPL"/ "Proposed Allottee"), the consent and approval of the members of the Company be and is hereby accorded to create, offer, issue and allot 1,29,00,000 (One Crore Twenty Nine Lakhs) fully paid-up equity shares of face value of Rs. 10/- (Rupees ten) each at a price not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations ("Subscription Shares"), to PV Potluri Ventures Pvt Limited, who belong to the promoter group of the Company, as per the particulars set out below by way of preferential issue for consideration other than cash, being the acquisition of 10,000 (ten thousand) fully paid-up equity shares ("Sale Shares") and voting rights constituting 100% of the shareholding of Target (for an aggregate consideration of Rs. 22,49,60,000 (Rupees twenty two crore forty nine lakhs sixty thousand only), being discharged by way of cash and issue of the Subscription Shares, in accordance with applicable law:

SI No	Name of the Proposed Allottee	Details of the Proposed Allottee	No. and price of equity shares proposed to be issued and allotted
1	PV Potluri Ventures Private Limited	An Indian Company (CIN:U70109AP2022PTC122725) having its registered office at 5th Floor, Door No. 39-1-57, Mahatma Gandhi Road, Vijayawada, Andhra Pradesh-520010	1,29,00,000 (one crore twenty nine lakhs) equity shares of a face value of Rs. 10/- (Rupees Ten) each at a price not less than the price determined in accordance with Chapter V of the SEBI Regulations

“RESOLVED FURTHER THAT the Subscription Shares shall be fully paid-up and listed on the stock exchanges bearing ISIN INE362A01016 and rank *pari passu* with the existing equity shares of the Company in all aspects from the date of allotment (including with respect to entitlement to dividend and voting powers, other than any statutory lock-in under the SEBI ICDR Regulations), and shall be subject to the requirements of all applicable laws and the provisions of the Memorandum of Association and Articles of Association of the Company.”

“RESOLVED FURTHER THAT the Subscription Shares being offered, issued and allotted to the Proposed Allottee by way of a preferential allotment shall inter-alia be subject to the following:

(a) The Subscription Shares shall be issued and allotted by the Company to the Proposed Allottee in dematerialised form within a period of 15 (fifteen) days from the later of: (i) date of the approval of this special resolution; or (ii) receipt of last of the approvals required for such issue and allotment by relevant regulatory authorities (including but not limited to the in-principle approval of the stock exchanges for the issuance of the equity shares to Proposed Allottee on a preferential basis), or such other extended period as may be permitted in accordance with SEBI ICDR Regulations, as amended from time to time;

(b) The “Relevant Date” as per the SEBI ICDR Regulations, for determination of floor price of the Subscription Shares shall be Thursday, August 31, 2023, being the date 30 (thirty) days prior to the date of this meeting on which this special resolution is being passed;

(c) The Subscription Shares shall be subject to lock-in for such period as specified under Chapter V of the SEBI ICDR Regulations;

(d) No partly paid-up equity shares shall be issued/ allotted;

(e) Allotment of equity shares shall only be made in dematerialised form;

(f) The Subscription Shares so offered, issued and allotted will be listed on the National Stock Exchange of India Limited and BSE Limited, subject to the receipt of necessary regulatory permissions and approvals as the case may be;

(g) The Subscription Shares so offered and issued to the Proposed Allottee, are being issued for consideration other than cash, being the acquisition of Sale Shares from the Proposed Allottee for cash and non-cash consideration (being the Subscription Shares), and the transfer

of Sale Shares to the Company will constitute the full consideration for the Subscription Shares to be issued by the Company to the Proposed Allottee pursuant to this resolution; and

(h) The Subscription Shares so offered, issued and allotted shall not exceed the number of Subscription Shares as approved hereinabove.

(i) The price determined above shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.

Without prejudice to the generality of the above, the issue of the Subscription Shares shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof."

"RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable law, consent of the members of the Company is hereby accorded to record the name and details of the Proposed Allottee in Form PAS-5, and issue a private placement offer cum application letter in Form PAS-4, to the Proposed Allottee inviting them to subscribe to the Subscription Shares in accordance with the provisions of the Act."

"RESOLVED FURTHER THAT the company hereby takes note of certificate from a Practicing Chartered Accountant / Practicing Company Secretary that the above issue of the Equity shares is being made in accordance with ICDR Regulations."

"RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose and for the purpose of giving effect to this resolution, including without limitation (i) to vary, modify or alter any of the relevant terms and conditions, attached to the Subscription Shares to be allotted to the Proposed Allottee for effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the equity shares, (ii) making applications to the stock exchanges for obtaining in-principle approvals, (iii) listing of shares, (iv) filing requisite documents with the Ministry of Corporate Affairs ("MCA") and other regulatory authorities, (v) filing of requisite documents with the depositories, (vi) to resolve and settle any questions and difficulties that may arise in the preferential offer, (vii) issue and allotment of the Subscription Shares, and (viii) to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the members of the Company, and that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing shall be final and conclusive."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Subscription Shares, subject to the provisions of the Act and the ICDR Regulations, without being required to seek any further consent or approval of the Members."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers conferred upon it by these resolutions, as it may deem fit in its absolute discretion, to any Committee of the Board or to any one or more directors, officer(s) or authorized signatory(ies) including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities, and to appoint any professional advisors, bankers, consultants and advocates to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this regard."

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as they may consider necessary, expedient or desirable for giving effect to this resolution, and that all actions taken by the Board in connection with any matter(s) referred to contemplated in any of the foregoing resolution(s) be and are hereby approved, ratified and confirmed in all respects.”

Item No. 3

Sale of PVP Global Ventures Private Limited, a Wholly Owned Subsidiary under Section 180(1)(a) of the Companies Act, 2013:

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of section 180(1)(a) and other applicable provisions if any, of the Companies Act, 2013, and the relevant rules made thereunder, Regulation 24 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modifications, amendments or re-enactments of any of them for the time being in force), the Memorandum and Articles of Association of the company and subject to other requisite approvals to the extent necessary and as may be required, the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as Board) to sell/ transfer or otherwise dispose-off in one or more tranches, the entire investments i.e. 88,22,869 equity shares held in PVP Global Ventures Private Limited, a wholly owned subsidiary company to the purchasers and at the consideration not less than the amount as mentioned below; or to any other purchasers with whom the Board may finalize the agreement and on such other terms and conditions as may be approved by the Board:

SI No	Name of the Purchaser	No of Shares	Consideration in Rs.
01	PV Potluri Ventures Private Limited	88,22,869	1,00,000/-

RESOLVED FURTHER THAT for the purpose of implementation of this resolution, the Board be and is hereby authorized to do all such acts, deeds, matter and things, including but not limited to deciding the time, mode, manner, extent of tranches, if required and other terms and conditions of the disinvestment/ sales of the shares as aforesaid, negotiating and finalizing the terms of sale/ offer for sale as may be necessary, desirable and expedient to be agreed, and all incidental and necessary steps for and on behalf of the company and to settle all questions or queries that may arise in the course of implementing this resolution.

Item No. 4

Sale of PVP Media Ventures Private Limited, a Wholly Owned Subsidiary under Section 180(1)(a) of the Companies Act, 2013:

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of section 180(1)(a) and other applicable provisions if any, of the Companies Act, 2013, and the relevant rules made thereunder, Regulation 24 of the

SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modifications, amendments or re-enactments of any of them for the time being in force), the Memorandum and Articles of Association of the company and subject to other requisite approvals to the extent necessary and as may be required, the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as Board) to sell/ transfer or otherwise dispose-off in one or more tranches, the entire investments i.e. 19,000 equity shares held in PVP Media Ventures Private Limited, a wholly owned subsidiary company to the purchasers and at the consideration not less than the amount as mentioned below; or to any other purchasers with whom the Board may finalize the agreement and on such other terms and conditions as may be approved by the Board:

SI No	Name of the Purchaser	No of Shares	Consideration in Rs.
01	PV Potluri Ventures Private Limited	19,000	1,00,000/-

RESOLVED FURTHER THAT for the purpose of implementation of this resolution, the Board be and is hereby authorized to do all such acts, deeds, matter and things, including but not limited to deciding the time, mode, manner, extent of tranches, if required and other terms and conditions of the disinvestment/ sales of the shares as aforesaid, negotiating and finalizing the terms of sale/ offer for sale as may be necessary, desirable and expedient to be agreed, and all incidental and necessary steps for and on behalf of the company and to settle all questions or queries that may arise in the course of implementing this resolution.

Item No. 5

Sale of New Cyberabad City Projects Private Limited, a Subsidiary under Section 180(1)(a) of the Companies Act, 2013:

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

RESOLVED THAT pursuant to the provisions of section 180(1)(a) and other applicable provisions if any, of the Companies Act, 2013, and the relevant rules made thereunder, Regulation 24 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015,(including any statutory modifications, amendments or re-enactments of any of them for the time being in force), the Memorandum and Articles of Association of the company and subject to other requisite approvals to the extant necessary and as may be required, the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as Board) to sell/ transfer or otherwise dispose-off in one or more tranches, the entire investments i.e. 10,10,000 equity shares held in New Cyberabad City Projects Private Limited, a subsidiary company to the purchasers and at the consideration not less than the amount as mentioned below; or to any other purchasers with whom the Board may finalize the agreement and on such other terms and conditions as may be approved by the Board:

SI No	Name of the Purchaser	No of Shares	Consideration in Rs.
01	Picturehouse Media Limited	10,10,000	32,52,09,900/-

RESOLVED FURTHER THAT for the purpose of implementation of this resolution, the Board be and is hereby authorized to do all such acts, deeds, matter and things, including but not limited to deciding the time, mode, manner, extent of tranches, if required and other terms and conditions of the disinvestment/ sales of the shares as aforesaid, negotiating and finalizing the terms of sale/ offer for sale as may be necessary, desirable and expedient to be agreed, and all incidental and necessary steps for and on behalf of the company and to settle all questions or queries that may arise in the course of implementing this resolution.”

Item No. 6

Material Related Party Transaction(s)

To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Regulation 23 and all other applicable provisions, if any of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called “the Listing Regulations”), and Section 188 & all applicable provisions of the Companies Act, 2013 (hereinafter called “the Act”) and Rules made there under, (including any statutory modification(s) and/or re-enactment thereof for the time being in force), the Company’s Policy on Related Party Transactions, and pursuant to the consent of the Audit Committee and the consent of the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Company to enter into arrangements /transactions /contracts with below mentioned related parties (“Related Party”), relating to transactions the details of which are more particularly set out in the explanatory statement of this Notice, provided however that the aggregate amount/value of all such arrangements/ transactions /contracts that may be entered into by the Company with the Related Party and remaining outstanding at any one point in time shall not exceed the limits mentioned below during any one financial year, on such terms and conditions as may be considered appropriate by the Board of Directors (including any authorised Committee thereof);

Name of Related Party	Nature of Relationship	Nature of Transaction	Amount
PV Potluri Ventures Private Limited	Entity controlled by Promoter Group	Sale of Investments	Rs. 1 Crores
		Purchase of Investments	Rs.50 Crores
Picturehouse Media Limited	Entity controlled by Promoter Group	Sale of Investments	Rs. 50 Crores

“**RESOLVED FURTHER THAT** the terms and conditions of the transactions with the related parties shall be approved by the Audit Committee of the Company.”

Item No.7

Appointment of Mr. Gautam Shahi as an independent director

To consider and if thought fit to pass with or without modification(s) the following resolution as special Resolution:

RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), approval of the Board of Directors for appointment of Mr. Gautam Shahi (DIN: 10236790) who was appointed as an Additional Director on August 16, 2023 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the rules made there under and the Articles of Association of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years.

RESOLVED FURTHER THAT Mr. Gautam Shahi as an Independent Director shall not be liable for retirement by rotation during the tenure of his office.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.

Place: Chennai

**By order of the Board of Directors of
PVP Ventures Limited**

Date: 31 August, 2023

Prasad V. Potluri
Chairman & Managing Director

Notes:

1. The relevant Explanatory Statement pursuant to Section 102 read with Section 110 of the Act and Rule 22 of the Rules setting out the material facts and reasons for the proposed Resolution of the Postal Ballot Notice is appended herein below for your consideration.

2. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of the Listing Regulations, SS-2 and the MCA Circulars, the Company is pleased to provide Remote e-Voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to Remote e-Voting is mentioned in note no. 18 of this Notice.

3. In compliance with the MCA Circulars, the Postal Ballot Notice along with the instructions regarding Remote e-Voting is being sent by electronic mode only to those Members whose names appear in the Register of Members / list of Beneficial Owners, maintained by the Company / Depositories as at close of business hours on Friday, August 25, 2023 (i.e. Cut-off date), and whose e-mail IDs are registered with the Depository Participants (DPs) or with the Company or its Registrar and Transfer Agent as on the Cut-off date and will be sent to those member who will register their e-mail address in accordance

with the process outlined in this Notice. For Members who have not registered their e-mail IDs, please follow the instructions given under point 17.

4. As per the MCA Circulars, physical copies of the Postal Ballot Notice, postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this postal ballot. Members are requested to provide their assent or dissent through Remote e-Voting only. The Company has engaged the services of NSDL to provide Remote e-Voting facility to its members.

5. A copy of the Postal Ballot Notice is available on the website of the Company at www.pvpglobal.com, website of the stock exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of our e-Voting agency i.e. National Securities Depository Limited's ('NSDL') e-voting website at www.evoting.nsd.com.

6. All documents referred to in the Postal Ballot Notice will also be available electronically for inspection, without any fee, to Members from the date of circulation of the Postal Ballot Notice up to the closure of the voting period. Members desirous of inspecting the documents referred to in the Notice or Statement may send their requests to investorrelations@pvpglobal.com from their registered e-mail addresses mentioning their names, folio numbers/DP ID and Client ID, between the period Thursday, August 31, 2023 to Saturday, September 30, 2023.

7. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company in case the shares are held by them in physical form.

8. After sending the notice of Postal Ballot through email, an advertisement shall be published in English newspaper and Tamil newspaper, each with wide circulation in the district, where the Registered Office of the Company is situated, and also on the Company's website: www.pvpglobal.com.

9. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date i.e. Friday, August 25, 2023. Members whose names appear in the Register of Members / List of Beneficial Owners as on the Cut-off Date shall only be considered eligible for the purpose of Remote e-Voting and those members would be able to cast their votes and convey their assent or dissent to the proposed resolution only through the Remote e-Voting process. Any person who is not a Member as on the Cutoff date should treat this Postal Ballot Notice for information purpose only.

10. Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/RTA/Depositories) shall be entitled to vote in relation to the aforementioned resolution in accordance with the process specified in this Postal Ballot Notice. A Member cannot exercise his vote by proxy on a Postal Ballot.

11. The Remote e-Voting will commence on Friday, September 01, 2023 at 9:00 a.m. (IST) and will end on Saturday, September 30, 2023 at 5:00 p.m. (IST). During this period, members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote electronically. The Remote e-Voting will be blocked by NSDL immediately thereafter and will not be allowed beyond the said date and time.

12. Members are requested to cast their vote through the Remote e-Voting process not later than 5:00 p.m. IST on Saturday, September 30, 2023, in order to be eligible for being considered, failing which it

will be strictly considered that no vote has been received from the Member. Once the votes on the Resolution are casted by the Member, the Member shall not be allowed to change these subsequently.

13. The Board of Directors of the Company has appointed D. Hanumanta Raju & Co. Practicing Company Secretaries, as Scrutinizer, to scrutinize the Postal Ballot through Remote e-Voting process in a fair and transparent manner. He has communicated his willingness for such an appointment and will be available for the same.

14. The Scrutinizer will submit his report to the Chairman or any other person authorised by the Chairman after the completion of scrutiny and the result of the voting by postal ballot through the Remote e-Voting process will be announced by the Chairman, or such person as authorised, on or before Tuesday, October 03, 2023. The Scrutinizer's decision on the validity of the e-voting shall be final and binding.

15. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.pvpglobal.com and on the website of NSDL www.evoting.nsdl.com immediately after the result is declared by the Chairman or any other person authorized by him, and the same shall be communicated to the Stock Exchanges, where the equity shares of the Company are listed.

16. The Resolution, if approved by the requisite majority through Postal Ballot, shall be deemed to have been passed on Saturday, September 30, 2023, i.e. the last date specified for receipt of votes through the Remote e-Voting process

17. Process for those members whose e-mail ids are not registered with the Depositories/the Company for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this Postal Ballot Notice:

Registration of email addresses with KFin Technologies Limited ("KFin"): To facilitate Members to receive this Postal Ballot Notice electronically and cast their vote electronically, members are requested to write to the Registrar and Share Transfer Agent, KFin, for registration of e-mail addresses at the following address:

KFin Technologies Private Limited,
Unit: PVP Ventures Limited
Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda,
Hyderabad – 500 032
E-mail: einward.ris@kfintech.com

Eligible Members whose e-mail addresses are not registered with the Company/ DPs are required to provide the same to KFin, on or before 5:00 pm (IST) on Friday, September 29, 2023:

Procedure for registration of email id with the Company/Depository Participants: Members are requested to register the same with their concerned DPs, in respect of electronic holding and with KFin, in respect of physical holding, by sending duly signed and completed Form ISR1 alongwith the supporting documents as stated therein . Members holding shares in physical form are requested to get their folio KYC complaint for smooth processing of the transactions Further, those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/updated with their DPs / KFin to enable servicing of notices / documents / Annual Reports and other communications electronically to their e-mail address in future.

18. The details of the process and manner for for Remote e-Voting are explained herein below:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jspVisit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none">Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.

	<p>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsd.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:

a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.

b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsd.com.

- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to dhr300@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No, Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investorrelations@pvpglobal.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investorrelations@pvpglobal.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Annexure to the Notice
Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013

Item No. 1 Authorisation Under Section 186 Of The Companies Act, 2013

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate as and when required. Members may note that pursuant to Section 186 of the Companies Act, 2013 ("Act"), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with approval of Members by special resolution passed at the general meeting.

In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special resolution, up to a limit of Rs.2000 Crores, as proposed in the Notice.

It is pertinent to mention here that the members have, vide the Postal Ballot dated October 14, 2014, have authorised the Board of Directors to give loan or give any guarantee or to invest in securities up to INR 3,000 Crores. As the objects clause was altered in the Annual General Meeting on September 30, 2022, to include the health care business, and the company is looking to invest in health tech companies in the future, as a good corporate practice, the present resolution seeks the consent of the shareholders, afresh.

The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No.1 for approval by the members of the Company.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the resolution at Item no. 1 of the accompanying notice.

The Board recommends the resolution at Item no.1 to be passed as Special Resolution

Item No. 2 To issue Equity Shares on Preferential basis to PV Potluri Ventures Private Limited

The Members of the Company approved the foray into healthcare business in the last annual general meeting. The board of directors in its meeting held on 24th August, 2023 has approved the acquisition of 100% shareholding of Humain Healthcare Pvt Ltd.

In accordance with applicable provisions of the Companies Act, 2013 ("the Act") read with rules made thereunder along with SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018("ICDR Regulations") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time, the approval of Members of the Company by way of special resolution is required to issue equity shares on a preferential basis to PV Potluri Ventures Private Limited ('PVPVPL') for a consideration other than cash being discharged by transfer of 100% paid-up share capital of Humain Healthtech Private Limited ("HHT"), a wholly owned subsidiary of the PVPVPL. The disclosures in accordance with the Act and ICDR Regulations and the other applicable provisions of law, are as follows:

a) Particulars of the offer including date of passing of Board resolution; material terms of issue of securities

The members are aware that the Company is venturing into the healthcare industry, in particular, the human diagnostics space. The shareholders of the Company in their Annual General Meeting dated 30 Sep 2022, have approved the initiative by passing resolutions to alter the objects clause of the Memorandum of Association of the Company for inclusion of healthcare business.

Currently, PV Potluri Ventures Private Limited holds the entire 10,000 issued and paid up equity share capital of Humain Healthtech Private Limited .

Humain Healthtech Private Limited is currently engaged in a focused human diagnostics business in Andhra Pradesh, Karnataka and Tamilnadu. The Company is exploring various options for re-organization of the business and venturing into healthcare space with an objective of augmenting shareholder value through multi-brand diagnostic centers.

The acquisition of above majority ownership held by PV Potluri Ventures Private Limited in Humain Healthtech Private Limited is the first step towards diversification into the healthcare foray, with options for brownfield acquisitions of reputed branded diagnostic businesses which may be pursued in future.

With an objective to acquire 100% ownership in Humain Healthtech Private Limited , the Board of Directors of the Company at its meeting held on August 24, 2023, have approved the purchase of 10,000 equity shares of Rs.10/- each, representing 100% paid-up capital of HHT held by PV Potluri Ventures Private Limited ('Purchase Shares') to be discharged partly through a non-cash consideration by issuance & allotment of 1,29,00,000 equity shares of Re. 10/- each of the Company at a price not less than the floor price as determined in accordance with Chapter V of ICDR Regulations ("Floor Price") and in terms of the agreement to be entered into between the Company and PVPVPL in relation to the same. Consequently, the Board also recommends the resolution as set out above to be passed by the Members as a special resolution. The floor price for the issue of the shares on a preferential basis shall be determined under the applicable provisions of the ICDR Regulations.

b) Purpose or Objects of the preferential issue:

The object of the proposed preferential issue is to issue and allot Subscription Shares (as define above) to PV Potluri Ventures Private Limited ('PVPVPL') to partially discharge the total consideration of Rs. 22,49,60,000 payable by the Company for the acquisition of Purchase Shares (as defined above), held by PVPVPL in Humain Healthtech Private Limited . The remaining consideration shall be paid in cash to PVPVPL.

c) Kinds of securities offered, Maximum number of shares to be issued and the price at which the allotment is proposed:

The Company proposes to issue and allot 1,29,00,000 fully paid up equity shares of Rs. 10/- each of the Company at a price being not less than the minimum price as on Relevant Date, as determined in accordance with Chapter V of ICDR Regulations ("Floor Price").

d) Basis or justification on which the price (including premium, if any) has been arrived at along with report of the registered valuer:

The issue price has been determined based on consideration of (i) fair equity share swap ratio for the proposed transaction, as per Valuation report dated August 31, 2023 issued by Ms. Vandana Sankhala, Independent Chartered Accountants and Registered Valuer under the Companies Act, 2013 (ii) pricing based on the pricing formula prescribed under Regulation 164 of Chapter V of ICDR Regulations and (iii) Pricing certificate dated August 31, 2023 issued by Ms. Sneha Jain & Associates, Practicing Company Secretaries, certifying compliance with the floor price for the proposed preferential issue of the Company, based on the pricing formula prescribed under Regulation 164 of Chapter V of ICDR Regulations.

The equity shares of the Company are listed on BSE Limited ("BSE"), National Stock Exchange of India Limited ("NSE") (together referred to as the "Stock Exchanges").

The equity shares are frequently traded on NSE & BSE in terms of the ICDR Regulations. NSE, being the stock exchange with higher trading volumes during the 90 trading days preceding the Relevant Date, has been considered for determining the floor price in accordance with the ICDR Regulations.

In terms of the applicable provisions of the ICDR Regulations, the Floor Price at which the Subscription Shares shall be issued and allotted is the higher of the following:

- Volume weighted average price of the equity shares of the Company quoted on NSE, during the 90 trading days preceding the Relevant Date, i.e. Rs.12.076 per equity share or
- Volume weighted average price of the equity shares of the Company quoted on NSE, during the 10 trading days preceding the Relevant Date, i.e. Rs.10.159 per equity share.

The pricing of the Subscription Shares to be allotted on preferential basis is Rs. 12.076 per share, which is not be less than the Floor Price determined in the manner set out above.

e) Relevant date with reference to which the price has been arrived at:

In terms of the provisions of Chapter V of the ICDR Regulations, Relevant Date for determining the floor price for the preferential issue is August 31, 2023, being the date 30 days prior to the date of passing of resolution through the postal ballot to be concluded on September 30, 2023.

f) Amount which the Company intends to raise by way of such securities/ size of the issue:

Not applicable. The issue of Subscription Shares is for non-cash consideration.

g) Principal terms of assets charged as securities: Not applicable.

h) Class or classes of persons to whom the allotment is proposed to be made and current and post allotment status:

The preferential issue, if approved, is proposed to be made to PV Potluri Ventures Private Limited. 100% of equity shares of PV Potluri Ventures Private Limited is held by Ms. Jhansi Sureddi, who belongs to Promoter Group of the Company, as per the Act, Listing Regulations and the ICDR Regulations and such status remain same post preferential allotment of Subscription Shares.

i) Disclosure specified in schedule VI if the issuer or any of its promoters or directors is a wilful defaulter: Not applicable

j) Intention of promoters, directors or key managerial personnel of the Company to subscribe to the offer:

Promoters, and the Promoter Group through the entity controlled by them intends to subscribe to the entire Subscription Shares.

None of the Directors or Key Managerial Personnel of the Company intends to subscribe to any of the Subscription Shares proposed to be issued under the preferential issue.

k) Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:

Nil

l) Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer and name and address of valuer who performed valuation:

The Company intends to acquire 100% control of Humain Healthtech Private Limited. Pursuant to the agreement executed between the Company and PVPVPL, the Company proposes to discharge the purchase consideration payable to PVPVPL for acquisition of 100% of the paid-up equity capital of HHT, partly by issue of Subscription Shares of the Company in accordance with applicable laws, and partly by cash .

As per Regulation 163(3) of the SEBI ICDR Regulations, a valuation is required to be undertaken by an independent valuer where securities are issued on a preferential basis for consideration other than cash.

The value of the Purchase Shares and price of the Subscription Shares has been determined taking into account Valuation Report dated August 18, 2023 and August 31, 2023, respectively, issued by M/s Vandana Sankhala, Independent Chartered Accountant and a Registered Valuer (IBBI Registered Valuer Number IBBI/RV/06/2019/11578), having address Alsa Towers, 7th Floor, 186/187 Poonamallee High Road, Kilpauk Chennai- 600010

m) Timeframe/ proposed time schedule, within which the preferential issue/allotment shall be completed:

As required under the ICDR Regulations, the Subscription Shares shall be allotted by the Company within a period of 15 days from the date of passing of this Resolution, provided that where the allotment of the proposed Subscription Shares is pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 days from the date of receipt of the last of such approvals or permissions.

The Subscription Shares to be allotted shall require to be listed on Stock Exchanges, which require in-principle approval of Stock Exchanges, where shares are listed. The allotment shall be completed within 15 days (Fifteen days) from the date of receipt of such approval(s) or permission(s) or such other period as specified by the regulatory authority(ies) or the Stock Exchanges, whichever is later.

n) Name of the proposed allottees and identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees:

The preferential issue, if approved, is proposed to be made to the PV Potluri Ventures Private Limited (PVPVPL). 100% equity shares of PVPVPL is held by Ms. Jhansi Sureddi, a related party to the Company.

o) Percentage of post preferential offer capital that may be held by the proposed allottee and change in control, if any, in the company that would occur consequent to the preferential offer:

Details of shareholding of PVPVPL in the Company, prior to and after the proposed preferential issue, are as under:

Pre-Preferential Issue		Post-Allotment of Subscription Shares pursuant to the Preferential Issue	
No. of equity shares held	Percentage	No. of equity shares to be held	Percentage
Nil	Nil	1,29,00,000	4.95%

There shall be no change in the Management or control over the Company pursuant to the aforesaid preferential issue.

p) Lock-in Period:

The Subscription Shares to be issued shall be locked-in for such period as specified under Regulations 167 and 168 of the SEBI ICDR Regulations.

q) Undertakings:

As the equity shares of the Company have been listed for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of ICDR Regulations governing re-computation of the price of Subscription Shares shall not be applicable. However, the Company shall re-compute the price of the Subscription Shares to be allotted under the preferential allotment in terms of the provisions of ICDR Regulations if it is required to do so, including pursuant to Regulation 166 of the ICDR Regulations, if required.

If the amount payable on account of the re-computation of price is not paid within the time stipulated in ICDR Regulations, the Subscription Shares to be allotted under the preferential issue shall continue to be locked-in till the time such amount is paid.

r) Other disclosures:

- The Company is eligible to make the preferential issue under Chapter V of the ICDR Regulations.
- None of the Company, its Directors or Promoter have been declared as willful defaulter as defined under the ICDR Regulations. None of its Directors is a fugitive economic offender as defined under the ICDR Regulations.
- Save and except the preferential issue as proposed in the resolution as set in the accompanying Notice, the Company has not made any other issue or allotment of securities on preferential basis during the financial year 2022-2023.
- Proposed allottee does not hold any share prior to the date of Notice of this Postal Ballot, hence lock-in of pre-allotment holding is not applicable.

s) Shareholding pattern of the Company before and after the Preferential Issue:

Please refer Annexure - A to this Notice for details.

t) Certificate from the practicing company secretary

The certificate from Ms. Sneha Jain & Associates, Practicing Company Secretaries, certifying that the proposed preferential issue is being made in accordance with the requirements contained in the ICDR Regulations shall be made available for inspection by the Members during the voting period and is also hosted on website of the Company which can be accessed at the link: <https://www.pvpglobal.com/postal-ballot/CScertificate.pdf>

In accordance with the provisions of Sections 23, 42 and 62 of the Act, read with applicable rules thereto and relevant provisions of the ICDR Regulations, approval of the Members for issue and allotment of the said Subscription Shares to PVPVPL is being sought by way of a Special Resolution as set out in the said item of the Notice.

Issue of the Subscription Shares pursuant to the preferential issue would be within the authorised share capital of the Company.

The Board of Directors believe that the proposed preferential issue is in the best interest of the Company and its Members and, therefore, recommends the Special Resolution, as set out in the accompanying Notice for approval by the Members of the Company.

Mrs. Jhansi Sureddi, Promoter Group, is concerned or interested in the Special Resolution set out at Item No.2 of the Notice.

Item No. 3 Sale of PVP Global Ventures Private Limited, a Wholly Owned Subsidiary under Section 180(1)(a) of the Companies Act, 2013:

The Company proposes to disinvest its entire investment of 88,22,869 equity shares of FV of Rs.10/- each in PVP Global Ventures Pvt Ltd , which is wholly owned subsidiary of the company to PV Potluri Ventures Private Limited, (an entity controlled by the promoter group), the board keeping in view of the hardship incurred as the subsidiary has not received the expected growth, it feels that its prudent to prune the listed company by alienating the non-core asset in the best interest of the company.

The rationale is to create sector focused companies;enable investments by strategic investors; de-risk businesses from each other; deleverage balance sheet of the company, monetisation of the assets to reduce debts; achieve sustainable long-term growth by focusing on the new venture entered into by the Company and for further strengthening their on-going businesses.

In compliance with the provisions Section 180 (1)(a) of the Companies Act, 2013 and other applicable provisions of the Act and SEBI (LODR) Regulations, 2015, consent of the members of the Company is therefore being sought by way of special resolution, for the proposed divestment by way of sale, disposal, in PVP Global Ventures Pvt Limited which results in cessation of Company's control over PVP Global Ventures Pvt Limited, post such divestment.

Mrs. Jhansi Sureddi, Promoter Group, is concerned or interested in the Special Resolution set out at Item No.3 of the Notice.

Item No. 4 Sale of PVP Media Ventures Private Limited, a Wholly Owned Subsidiary under Section 180(1)(a) of the Companies Act, 2013:

The Company proposes to disinvest its entire investment of 19,000 equity shares of FV of Rs.10/- each in PVP Media Ventures Pvt Ltd , which is wholly owned subsidiary of the company to PV Potluri

Ventures Private Limited, (an entity controlled by the promoter group), the board keeping in view of the hardship incurred as the subsidiary has not received the expected growth, it feels that its prudent to prune the listed company by alienating the non-core asset in the best interest of the company.

The rationale is to create sector focused companies;enable investments by strategic investors; de-risk businesses from each other; deleverage balance sheet of the company monetisation of the assets to reduce debts, achieve sustainable long-term growth by focusing on the new venture entered into by the Company and for further strengthening of their on-going businesses.

In compliance with the provisions Section 180 (1)(a) of the Companies Act, 2013 and other applicable provisions of the Act and SEBI (LODR) Regulations, 2015, consent of the members of the Company is therefore being sought by way of special resolution, for the proposed divestment by way of sale, disposal, in PVP Media Ventures Pvt Limited which results in cessation of Company's control over PVP Media Ventures Pvt Limited, post such divestment.

Mrs. Jhansi Sureddi, Promoter Group, is concerned or interested in the Special Resolution set out at Item No.4 of the Notice.

Item No.5 Sale of New Cyberabad City Projects Private Limited, a Subsidiary under Section 180(1)(a) of the Companies Act, 2013:

The Company proposes to disinvest its entire investment of 10,10,000 equity shares of FV of Rs.10/- each in New Cyberabad City Projects Private Limited, which is a subsidiary of the company to Picturehouse Media Limited, (an entity controlled by the promoter group), the board keeping in view of the hardship incurred; as the subsidiary has not received the expected growth, it feels that its prudent to prune the listed company by alienating the non-core asset in the best interest of the company.

The rationale is to create sector focused companies;enable investments by strategic investors; de-risk businesses from each other; deleverage balance sheet of the company monetisation of the assets to reduce debts, achieve sustainable long-term growth by focusing on the new venture entered into by the Company and for further strengthening of their on-going businesses.

In compliance with the provisions Section 180 (1)(a) of the Companies Act, 2013 and other applicable provisions of the Act and SEBI (LODR) Regulations, 2015, consent of the members of the Company is therefore being sought by way of special resolution, for the proposed divestment by way of sale, disposal, in New Cyberabad City Projects Private Limited which results in cessation of Company's control over New Cyberabad City Projects Private Limited, post such divestment.

Mrs. Jhansi Sureddi, Promoter Group, is concerned or interested in the Special Resolution set out at Item No.5 of the Notice.

Item No.6 Material Related Party Transaction(s)

The Company being the holding company of PVP Group is expected to render support for the business requirements of other companies in the group, from time to time. However, owing to certain restrictive provisions contained in the Section 185 of the Companies Act, 2013, the Company was unable to extend financial assistance by way of loan, guarantee or security to other entities in the PVP Group. In the light of amendments notified effective May 7, 2018, inter-alia replacing the provisions Section 185 of Companies Act, 2013, the Company with the approval of members by way of special resolution,

would be in a position to provide financial assistance by way of loan to other entities in the group or give guarantee or provide security in respect of loans taken by such entities. The members may note that board of directors would carefully evaluate proposals and provide such loan, guarantee or security proposals through deployment of funds out of internal resources / accruals and / or any other appropriate sources, from time to time.

The board recommends passing the resolution as set out at item no. 6 of this notice as a special resolution. None of the directors or Key Managerial Personnel and / or their relatives is deemed to be interested or concerned financially or otherwise, in this resolution, except to the extent of their shareholding, if any, in the Company.

Pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called as "the Listing Regulations"), all Related Party Transactions shall require prior approval of the Audit Committee and all material transactions with related parties shall require approval of the Members of the Company through a resolution and all related parties shall abstain from voting on such resolution.

"Material Related Party Transaction" under the Listing Regulations means any transaction(s) entered into individually or taken together with previous transactions during a financial year exceeding 10% of the annual consolidated turnover of a company as per its last audited financial statements.

The annual consolidated turnover of the Company for the financial year 2022-23 is INR 175.67 Crores. Accordingly, any transaction(s) by the Company with its related party exceeding INR 17.56 Crores (10% of the Company's annual consolidated turnover) shall be considered as material transaction and hence, the approval of the Members will be required for the same. It is therefore proposed to obtain the Members' approval for the following arrangements/transactions/ contracts which may be entered into by the Company with its related parties from time to time:

Name of Related Party	Name of Relationship	Nature of Transaction	Amount (INR in Cr.)
PV Potluri Ventures Private Limited	a private company in which the promoter group has significant control / ownership / voting rights	Sale of Investments	1 Crs
		Purchase of Investments	50 Crs
Picturehouse Media Limited	Subsidiary / a company in which the promoter group has significant control / ownership / voting rights	Sale of Investments	50 Crs

The ceiling on the amounts of the transactions specified as above would mean the transactions entered into and the remaining outstanding at any point of time.

In terms of Regulation 23 of the SEBI Listing Regulations and section 188 of the Companies Act, 2013 the approval of the Shareholders is sought by way of Ordinary Resolution.

The Audit Committee and Board have approved the aforesaid Related Party Transactions at their meetings held on August 24, 2023, in terms of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 With respect to the above matter, the Shareholders/Members are requested to note following disclosures of Interest:

S. No.	Name of the Related Party	Name of the director or key managerial personnel who is related, if any;	Nature of Concern or Interest
1.	PV Potluri Ventures Private Limited	Ms.Jhansi Sureddi, (promoter and wife of Chairman & Managing Director, Mr.Prasad V. Potluri	a private company in which the promoter group has significant control / ownership / voting rights
2.	Picturehouse Media Limited	Mr.Prasad V. Potluri, CMD of PVP Ventures is the Managing director of PHML.	Subsidiary / a company in which the promoter group has significant control / ownership / voting rights

Further, in terms of applicable SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 the members are requested to take note of the following:

S. No.	Particulars	Details
1.	A summary of the information provided by the management to the Audit Committee	<p>a. Type, material terms and particulars of the proposed transaction;</p> <p>b. Name of the related party and its relationship with the listed entity;</p> <p>c. Tenure of the proposed transaction;</p> <p>d. Value of the proposed transaction;</p> <p>e. The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction</p> <p>f. If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:</p> <p>i. details of the source of funds in connection with the proposed transaction;</p> <p>ii. where any financial indebtedness is incurred to make or give loans, interoperate deposits, advances or investments, nature of indebtedness; cost of funds; and tenure;</p> <p>iii. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and</p> <p>iv. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.</p> <p>g. Justification as to why the RPT is in the interest of the listed entity;</p> <p>h. A copy of the valuation or other external party report, if any such report has been relied upon;</p>

		<p>i. Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis</p> <p>The above information were placed / discussed by the Audit Committee at its meeting held on August 24, 2023</p>
2.	Justification for why the proposed transactions is in the interest of the Company	<p>The company is fully focussing on the health tech business, and the current subsidiaries based on real-estate development / infrastructure business; being long gestation projects, does not yield desired results. Hence it is proposed to divest these non-core businesses. The management efforts to find a third party suitor are in vain, due to the nature of the assets these companies hold. In order to speed up the restructuring, the non-core assets are transferred to an entity that is controlled by the promoter group, at a arm' length price, being valued by an independent valuer. The end use by the recipient would be for their business requirements, repayment of existing loans and general corporate purposes and investments would be made for maximizing the yield on available surplus funds which is in the interest of the Company.</p>
Transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary		
3.	Details of the source of funds in connection with the proposed transaction;	Through company's cash flow / Issuance of equity share on preferential basis.
4.	<p>where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments,</p> <ul style="list-style-type: none"> · nature of indebtedness · tenure; and · Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security 	<ul style="list-style-type: none"> · Inter Corporate Deposit · upto 1 year <p>Unsecured, repayable on demand. Interest rate as mutually agreed</p>

5.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds.	For the Company: Onward lending, repayment of existing loans and general corporate purpose For Other Companies: Repayment of existing loans and general corporate purpose
6.	Statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders;	Valuation reports from the independent valuer.

The Board recommends the resolution set out at Item No. 6 of the EGM Notice to the Members for their consideration and approval, by way of Ordinary Resolution. Except to the extent of shareholding of the Promoters / Directors their Relatives and Key Managerial Personnel in the abovementioned related parties which is duly disclosed above, none of the other Directors/ Key Managerial Personnel/ their Relatives is, in any way, concerned or interested, financially or otherwise in the Ordinary Resolution set out at Item Nos. 6 respectively

Item No.7 Appointment of Mr. Gautam Shahi as an independent director

Mr. Gautam Shahi (DIN: 10236790) was appointed by the Board of Directors as an Additional Director under the category of Non-Executive and Independent Director w.e.f 16 August 2023, whose appointment needs to be approved by the Shareholders within 03 months from the date of appointment, in terms of Regulation 17(1C) of SEBI (LODR) Regulations.

Mr. Gautam Shahi is a law graduate having more than 20 years of experience in the field of law. His core area of practice is regulatory and competition law. He has been associated with leading legal firms in the country. He also has extensive experience in formulating legal strategies and defending his clients before various legal and quasi judicial bodies.

The Company has received a declaration from him that he meets with the criteria of independence as prescribed both under Section 149(6) of the Act and provisions of the SEBI LODR Regulations. He has registered with the Independent Director data bank maintained by Indian Institute of Corporate Affairs (IICA). Mr. Gautam Shahi has consented to and declared as qualified for the appointment as an Independent Director, if made. In the opinion of the Board, he fulfills the conditions specified in the Act and is independent of the management. Accordingly, the Board of Directors recommends the resolution set forth in Item No. 7 for approval of members as a Special Resolution.

None of the Directors and Key Managerial Personnel or their relatives, except Mr. Gautam Shahi, to whom the resolution relates, is interested or concerned in this resolution, except to the extent of the shareholding, if any

Details of the Director seeking appointment pursuant to Regulation 36(3) of SEBI LODR Regulations, 2015 in conjunction with the Secretarial Standards on General Meetings (SS-2), issued by the Institute of Company Secretaries of India are as under:

S. No	Particulars	Details
1.	Name of the director	Mr. Gautam Shahi
2.	Director Identification Number	10236790
3.	Nationality	Indian
4.	Date of Birth	24 July, 1985
5.	Age	38
6.	Terms and Conditions of Re-Appointment	Independent director
7.	Date of first appointment to the Board	August 16, 2023
8.	Shareholding in the Company as on 31 March 2023	NIL
9.	Expertise in Specific Function Areas	Mr. Gautam Shahi is a law graduate having more than 20 years of experience in the field of law. His core area of practice is regulatory and competition law. He has been associated with leading legal firms in the country. He also has extensive experience in formulating legal strategies and defending his clients before various legal and quasi judicial bodies.
10.	List of Directorship in Other Companies	Picturehouse Media Limited
11.	Relationship with Other Directors	Not Applicable
12.	Number of Board Meetings attended during the year (post appointment as director)	Not Applicable

Annexure - A

Shareholding pattern of the Company before and after the Preferential Issue

SI No	Name of the Shareholder	Pre Preferential Shareholding		Post Preferential Shareholding	
		No of Equity Shares	Percentage Holdings	No of Equity Shares	Percentage Holdings
1	Platex Limited	132612766	53.58%	132612766	50.93%
2	Jhansi Sureddi	12878000	5.20%	12878000	4.95%
3	Sai Padma Potluri	1500000	0.61%	1500000	0.58%
4	PV Potluri Ventures Private Limited	0	0.00%	12900000	4.95%
5	Public Shareholders	100512915	40.61%	100512915	38.60%
	Total	247503681	100.00%	260403681	100.00%